



**ET-CHINA.COM INTERNATIONAL HOLDINGS LIMITED**

(the "Company")

**Form of Proxy**

**To be used at the Meeting of the holders of Scheme Shares (as defined in the Scheme of Arrangement referred to below)**

IN THE ROYAL COURT OF JERSEY  
SAMEDI DIVISION

No. [●] of 2010

**IN THE MATTER OF ET-CHINA.COM INTERNATIONAL HOLDINGS LIMITED  
- and -  
IN THE MATTER OF ARTICLE 125 OF THE COMPANIES (JERSEY) LAW 1991**

I/We .....

(full name(s) in which shares are registered in block capitals)

of .....

being a member/members of the Company and holding .....\* ordinary no par value shares in the Company, hereby

appoint the Chairman of the Meeting or .....\*\*

as my/our proxy, to vote for me/us on my/our behalf at the Meeting of the holders of the Scheme Shares of the Company (as defined in the Scheme of Arrangement referred to below) to be held on 15 July 2010 at 10:30 a.m. for the purpose of considering and, if thought fit, approving with or without modification the proposed Scheme of Arrangement referred to in the Notice convening the Meeting and at such Meeting, or at any adjournment thereof, to vote for me/us and in my/our name(s) for the said Scheme of Arrangement (either with our without modification as my/our proxy may approve) or against the said Scheme of Arrangement as hereunder indicated.

*\*If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which he or she is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.*

*\*\*If you wish to appoint someone other than the Chairman to act as your proxy delete, "the Chairman of the Meeting" and insert the name of the proxy as desired. A proxy need not be a member of the Company.*

My/our proxy is to vote as indicated by my/our signature below in respect of the resolution set out in the notice of the meeting.

<b>FOR</b> the said Scheme Signature .....	<b>AGAINST</b> the said Scheme Signature .....
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Please sign in the appropriate box above depending whether you wish to vote "For" or "Against" the Scheme of Arrangement. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion. Please also sign and date this proxy form below.

Signature: .....

Name (please print)\*\*\* .....

Date ..... 2010

*\*\*\*If you are signing on behalf of a company or partnership or another body please indicate your capacity (e.g. director, authorised signatory etc.)*

See Notes Overleaf



**Notes:**

1. A member of the Company entitled to attend and vote at this Meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company but must attend the Meeting in person. Lodging a form of proxy will not prevent the shareholder from attending and voting in person at the Meeting or an adjournment of the Meeting.
2. This Form of Proxy, duly executed (together with any power of attorney or authority under which it is signed, or a notarially certified copy of such power of attorney or authority), must be lodged with (1) Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU OR (2) c/o Matthew Ng, Et-china.com International Holdings Limited, Level 14 Jianhe Centre 111 Tiyuxi Road, Guangzhou, China 510620, not less than 48 hours before the time appointed for the Meeting or, as the case may be, the adjourned Meeting. Alternatively, if not already lodged, this Form of Proxy can be handed to the Chairman of the Meeting or to Capita Registrars on his behalf, in either case at the commencement of the Meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly (under CREST participant RA10) authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent, Capita Registrars Ltd; (CREST participant ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of this Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
7. As permitted by Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, to be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes that can be cast) members must be entered on the Company's register of members at 6 p.m. on 13 July 2010 (the "Specified Time") or, if the Meeting is adjourned, at 6 p.m. on the day which is two days before the date fixed for the adjourned meeting. Changes made to the register of members of the Company after such time shall be disregarded.
8. A shareholder which is a company (a corporation) and which wishes to be represented at the Meeting by a person with authority to speak, vote on a show of hands and vote on a poll (a corporate representative) must appoint such a person by resolution of its directors. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual member of the Company.
9. In the case of joint holders, the vote of the senior who tenders the vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
10. Any alteration to this Form of Proxy should be initialled by the person who signs it.
11. Further information and notes as to how you should complete this form are contained in the section "Action to be Taken" on page 8 of the Circular of which the notice of this Meeting forms part.
12. Full details of the business to be considered at this Meeting are set out in the Notice of this Meeting dated 16 June 2010.
13. A member may, for the avoidance of doubt, cast votes in respect of the shares held by them in such manner that not all their shares are cast for the resolution in the same way. Not all shares held by a member need be cast in respect of the resolution.

**To be effective, this proxy form must be lodged at:**

**(1) Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU OR (2) c/o Matthew Ng, Et-china.com International Holdings Limited, Level 14 Jianhe Centre 111 Tiyuxi Road, Guangzhou, China 510620 by no later than 13 July 2010 at 10:30 a.m. (or as the case may be, 48 hours before any adjournment of such meeting) or handed to the Chairman at the Meeting (or any adjournment thereof) before the taking of a poll.**